



The David J. Joseph Company

RECEIVED  
FEB 21 2006

February 16, 2006

RECORDATION NO. 26208 FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

FEB 21 '06

4-32 PM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreements dated as of January 5, 2006 between the following parties:

Lessee:	Cemex, Inc. 840 Gessner, Suite 1400 Houston, TX 77024
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of January 5, 2006 related to thirty (30) railcars bearing reporting marks: WRRR 680401 - 680469, sporadic

Please file this agreement as a primary document. The filing fee in amount of \$33.00 is included on the enclosed check for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

  
Barbara A. Brzezicki  
Contract Manager

Enclosures

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD


This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5<sup>th</sup> day of January, 2006, is intended to evidence the lease dated as of January 5, 2006 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CEMEX, INC.**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty (30) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

By:   
Name: Everett N. Martin  
Title: Assistant Secretary  
Date: January 6, 2006

**CEMEX, INC.**

By:   
Name: Thomas E. Edgeller  
Title: Treasurer  
Date: January 8, 2006

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of January, 2006, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

Barbara A. Brzezicki  
Notary Public



BARBARA A. BRZEICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

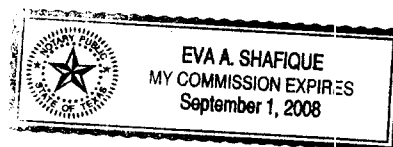
STATE OF Texas )  
 )  
COUNTY OF Harris ) SS: 455513097

The foregoing instrument was acknowledged before me this 13 day of February, 2006, by Tom Edgeller, the Treasurer of Cemex, Inc., a Delaware corporation, on behalf of the corporation.

Eva A. Shafique  
Notary Public

My Commission expires:

September 1, 2008



## **EXHIBIT A**

To the Memorandum of Lease dated January 5, 2006, between The David J. Joseph Company and Cemex, Inc.

### **DESCRIPTION OF UNITS**

Thirty (30), railcars bearing reporting marks:

WRRC 680401  
WRRC 680402  
WRRC 680403  
WRRC 680404  
WRRC 680406  
WRRC 680410  
WRRC 680411  
WRRC 680414  
WRRC 680417  
WRRC 680419  
WRRC 680420  
WRRC 680422  
WRRC 680423  
WRRC 680424  
WRRC 680426  
WRRC 680428  
WRRC 680431  
WRRC 680435  
WRRC 680437  
WRRC 680438  
WRRC 680441  
WRRC 680445  
WRRC 680446  
WRRC 680448  
WRRC 680449  
WRRC 680453  
WRRC 680459  
WRRC 680461  
WRRC 680465  
WRRC 680469